

WIKI SOCIETY OF WASHINGTON, DC INC.
Board of Directors Meeting

July 12, 2011
Panera Bread, 4459 Willard Avenue, Chevy Chase, MD

Board Members Present: Nicholas Bashour
 Katie Filbert
 James Hare
 Kirill Lokshin
 Robert C. Platt
 Tiffany L. Smith

Board Members Not Present: Daniel Rosenthal

The meeting was called to order by Ms. Filbert at 7:19 PM.

1. A motion by Mr. Bashour to approve the Minutes of the June 14 meeting of the Board of Directors in the form previously distributed was seconded and passed without dissent.
2. Ms. Filbert reported on the status of local outreach programs, including the Wikipedians-in-Residence programs at the National Archives and the Smithsonian Archives of American Art, the GLAM activities to be held in Baltimore on on July 22-23, and the Campus Ambassadors program.

Ms. Filbert noted that no further communications had been received from the Wikimedia Chapters Committee since the last meeting, and recommended that the Board ensure that all pages on the Wikimedia Meta-Wiki relevant to the Corporation's application for recognition as a Wikimedia Chapter were updated to reflect the Corporation's current status and ongoing work.

3. Mr. Platt reported on outreach efforts in Virginia and West Virginia, and recommended that steps be taken to streamline the membership application process.
4. A motion by Mr. Platt to authorize the Treasurer to open a regular PayPal account, to be used in the interim until the existing non-profit account was fully certified for use, and to require that all of the Corporation's PayPal accounts be associated with email addresses from the wikidc.org domain was seconded and passed without dissent.
5. Mr. Lokshin reported that the Corporation had eight members in good standing, that five additional applications for membership had been received but were pending payment of dues, and that preparation of the District of Columbia combined tax registration and the District of Columbia Charitable Solicitation License application was in progress. Mr. Lokshin noted that the Audit Committee was currently smaller than its minimum required size of three members.
6. Mr. Hare submitted a written report, which was placed onto the Minutes:

Wiki Society of Washington, DC, Inc.
Treasury Report, 12 July 2011

Income: No new income has been received since the last meeting of the Board of Directors.

Anticipated Income: The Treasurer is seeking a cash grant from the Wikimedia Foundation, Inc. for about \$100,000 for the purposes of conducting the Wikimania 2012 conference. Part of this grant will be used to fund current and anticipated liabilities as detailed below.

Expenses: No monies have been drawn from the Treasury since the last meeting of the Board of Directors.

Assets: The Treasury currently holds \$180.00 in cash: \$80.00 from membership dues, and a \$100.00 cash advance.

Current Liabilities: The Treasury has received adequate documentation from Robert Platt indicating that he is owed \$178.58 for services rendered to the Corporation, and an expense claim has been prepared. These services include paying the District of Columbia incorporation fee (\$77.00), photocopying fees for copying the DCRA receipt and the Articles of Incorporation (\$1.58), and the Wachovia Bank initial deposit (\$100.00). The Treasurer requests the Board to authorize a payment of \$178.58 to Mr. Platt, given the current lack of authorization. Further, the Treasurer has prepared an expense claim for expenses pertaining to the corporate PO Box, which he opened with \$102.00 of his own money. While the Board on May 28 of this year approved an expenditure of up to \$110 per year for the PO Box, in keeping with a general principle of avoiding conflicts of interest, the Treasurer requests that the President receive the expense claim on the Treasurer's behalf. Our current liabilities total \$280.58.

Anticipated Liabilities: Most of the expenses the Corporation will incur by the end of the fiscal year will be administrative expenses. The Treasurer requests that the Board authorize reimbursement for the following individuals:

1. Mr. Platt up to \$760 upon the receipt of adequate documentation for the IRS Form 1023 (Application for IRS non-profit determination) user fee and associated expenses.
2. Mr. Lokshin up to \$450 upon the receipt of adequate documentation for the hiring of a District of Columbia registered agent, the District of Columbia charitable solicitation license fee, and associated expenses.

The exact expenses incurred will be reported at the next Board meeting.

Request: The Treasurer requests that up to \$45 be allocated for the purchase of checks to aid the Treasurer in carrying out his tasks.

PO Box: The Treasurer was authorized to open a PO Box on the Corporation's behalf. The box was opened at the Friendship Post Office, 4005 Wisconsin Avenue NW in Washington, D.C. The address is: PO Box 9822, Washington, DC 20016.

James Hare, Treasurer

7. A motion by Mr. Hare to authorize the reimbursement of expenses incurred by Mr. Platt in the filing of IRS Form 1023, up to the sum of \$760, upon the receipt of adequate documentation was seconded and passed without dissent.
8. A motion by Mr. Hare to authorize the reimbursement of expenses incurred by Mr. Lokshin in the filing of a District of Columbia Charitable Solicitation License application, up to the sum of \$350, upon the receipt of adequate documentation was seconded and passed without dissent.
9. Speaking on behalf of the Legal Committee, Mr. Platt reported that the preparation of IRS Form 1023 was in progress; that draft Conflict of Interest and Whistleblower policies had been prepared and were ready for review by the Board; and that preparation of draft Non-Discrimination and Privacy policies was in progress.
10. The draft Conflict of Interest Policy was discussed. A motion by Mr. Hare to adopt the policy as written was seconded and passed without dissent, and the policy was entered into the Minutes:

ARTICLE I - PURPOSE

1. Purpose. The purpose of the conflict of interest policy is to protect the interests of the Wiki Society of Washington DC, Inc. ("Society") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Society or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE II - DEFINITIONS

1. Interested Person. Any director, principal officer, or member of a committee with delegated governing powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Society

has a transaction or arrangement;

b. A compensation arrangement with the Society or with any entity or individual with which the Society has a transaction or arrangement; or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Society is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE III - PROCEDURES

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with delegated governing powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest.

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Society can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably

possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Society's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy.

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV - RECORDS OF PROCEEDINGS

1. Minutes. The minutes of the governing board and all committees with delegated governing powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V - COMPENSATION

1. Voting by Board Members. A voting member of the governing board who receives compensation, directly or indirectly, from the Society for services is precluded from voting on matters pertaining to that member's compensation.

2. Voting by Committee Members. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Society for services is precluded from voting on matters pertaining to that member's

compensation.

3. Providing Information. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Society, either individually or collectively, is prohibited from providing information to any committee regarding compensation issues.

ARTICLE VI - ANNUAL STATEMENTS

1. Statements. Each director, principal officer and member of a committee with delegated governing powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy;
- b. Has read and understands the policy;
- c. Has agreed to comply with the policy; and
- d. Understands the Society is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII - PERIODIC REVIEWS

1. Periodic Reviews. To ensure the Society operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Society's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in private inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE VIII - USE OF OUTSIDE EXPERTS

1. Outside Experts. When conducting the periodic reviews as provided for in Article VII, the Society may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

11. The draft Whistleblower Policy was discussed and amended. A motion by Mr. Hare to adopt the policy as amended was seconded and passed without dissent, and the policy was entered into the Minutes:

ARTICLE I - PURPOSE

1. Purpose. The Wiki Society of Washington, DC Inc. ("Society") requires directors, officers, employees, and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the organization, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

ARTICLE II - REPORTING RESPONSIBILITY

1. Responsibility. It is the responsibility of all directors, officers, employees, and volunteers to comply with Society policies and to report violations or suspected violations of the law in accordance with this policy.

ARTICLE III - NO RETALIATION

1. No Retaliation. No director, officer, employee, or volunteer, who in good faith reports a violation of the law, shall suffer harassment, retaliation, or adverse employment consequence even if the report is mistaken, or against any employee or individual who assists in the investigation of a reported violation. An employee, officer or director who retaliates against someone who has reported a violation of the law in good faith is subject to disciplinary action up to and including termination of employment or removal from the organization. This whistleblower policy is intended to encourage and enable employees and others to raise concerns about illegal activity within the organization.

ARTICLE IV - REPORTING ALLEGED VIOLATIONS

1. Reporting. Officers, directors, and employees are expected to report suspected violations of Society policies or illegal activities to the President and the Vice-President. If either is alleged to be in violation of the law, then the report should be submitted to the Chair of the Audit Committee. A submitted report will be investigated by the Audit Committee with assistance from the President and Vice-President. If legal council is needed, it will be engaged at that time by the President. The Audit Committee is authorized to retain legal council to address a complaint if it involves the President or the Vice-President. A report of findings will be submitted to the Board of Directors with recommendations for action.

2. Confidentiality. Suspected illegal activity or suspected violations of

Society policies may be submitted on a confidential basis by the complainant. Reports will be kept confidential to the extent possible except to the extent necessary 1) to conduct a complete and fair investigation, or 2) for review of Society operations by the Audit Committee or Legal Committee.

3. Detail. For a proper investigation to be conducted as much information as possible should be reported and it should clearly outline the perceived illegal act or violation of Society policies. The report should outline a specific incident with dates and names of individual(s) involved. This report should be supplied in order to conduct a sufficient investigation.

ARTICLE V - ACCOUNTING AND AUDITING MATTERS

1. Accounting and Auditing. The Audit Committee shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing. The Chair of the Audit Committee shall immediately report to the President and Vice-President if any illegal accounting practices are reported by the independent auditors and will work with the Audit Committee until the matter is resolved.

ARTICLE VI - ACTING IN GOOD FAITH

1. Good Faith. Anyone filing a complaint concerning suspected illegal activity or a violation of Society policies must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the law or Society policies. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as malfeasance and addressed accordingly.

ARTICLE VII - HANDLING OF REPORTED VIOLATIONS

1. Notification and Investigation. The appropriate person as outlined in this policy to receive an official complaint will notify the complainant and acknowledge receipt of the reported within 5 business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation. Outside legal council may be consulted as needed or warranted by the complaint.

APPENDIX A - EXAMPLES OF ILLEGAL ACTIVITIES

The following is a non-exhaustive list of the kinds of activities that should be reported:

- Supplying false or misleading information on the Society's financial or other public documents, including its Form 990.

- Providing false information to or withholding material information from the Society's independent auditors (if any).
- Destroying, falsifying, or concealing any records that are official documents of the Society if the actions are in violation of the law.
- Altering, destroying, or concealing a document, or attempting to do so, with the intent to impair the document's availability for use in an official proceeding or otherwise obstructing, influencing, or impeding any official proceeding, in violation of federal or state law or regulations.
- Embezzling Society funds or benefiting financially through association with the Society (for example, serving on the board and entering into a financially beneficial contract with the Society).
- Paying for services or goods that are not rendered or delivered or "laundering" funds.
- Using remarks or actions of a sexual nature that are not welcome and are likely to be viewed as personally offensive, including sexual flirtations; unwelcome physical or verbal advances; sexual propositions; verbal abuse of a sexual nature; the display of sexually suggestive objects, cartoons, or pictures; and physical contact of a sexual or particularly personal nature.
- Using epithets, slurs, negative stereotyping, and threatening, intimidating, or hostile acts that relate to race, color, religion, gender, national origin, age, or disability.
- Circulating or posting written or graphic material in the workplace that denigrates or shows hostility or aversion toward an individual or group because of race, color, religion, gender, nationality, age, or disability.
- Discriminating against an employee, grantee, potential employee or grantee due to a person's race, color, religion, sex, sexual orientation, national origin, age, physical or mental impairment, or veteran status.
- Violating the Society's Conflict of Interest Policy, Whistleblower Policy, or Document Retention & Destruction Policy.
- Facilitating or concealing any of the above or similar actions.

12. A motion by Mr. Platt to approve the appointment of InCorp Services, Inc. as the Registered Agent of the Corporation in the District of Columbia, and authorize the payment of no more than \$100 as fees for said appointment was seconded and passed without dissent.

13. Ms. Smith tendered her resignation as the Registered Agent for the District of Columbia, effective upon the appointment of a replacement.

14. The applications received for seats on the Fundraising Committee were reviewed. A motion by Mr. Hare to appoint Ms. Filbert to said committee was seconded and passed without dissent.

15. The date of the next meeting of the Board of Directors was set to August 13, 2011, at 11:30 AM, at the Rafik B. Hariri Building in Georgetown.

The meeting was adjourned at 8:54 PM.

Approved on _____, _____.

Kirill Lokshin
Secretary

Katie Filbert
President